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Attorneys for the Fee Committee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN DELOITTE TAX LLP
AND THE FEE COMMITTEE ON THE FIFTH INTERIM APPLICATION OF
DELOITTE TAX LLP, TAX SERVICES PROVIDER TO THE DEBTORS,
FOR COMPENSATION AND EXPENSES
FOR THE PERIOD JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011**

**TO: THE HONORABLE JAMES M. PECK
U.S. BANKRUPTCY JUDGE**

WHEREAS, on December 15, 2011, Deloitte Tax LLP (“**Deloitte Tax**”) filed the *Fifth Interim Application of Deloitte Tax LLP for Compensation for Services Rendered and Reimbursement of Expenses as Tax Services Provider to the Debtors for the Period from June 1, 2011 through and including September 30, 2011*, (the “**Fifth Fee Application**”) [Docket No. 23445] seeking interim compensation of \$223,586.40 for professional services rendered, and reimbursement of out-of-pocket expenses in the amount of \$10,853.41;

WHEREAS, Deloitte Tax has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “**Fee Committee**”) has reviewed the Fifth Fee Application, issued a Confidential Letter Report on February 20, 2012, and entered into a dialogue with Deloitte Tax regarding the application;

WHEREAS, as a result of that dialogue, Deloitte Tax has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$1,685.00 for professional services rendered, and \$270.08 from its out-of-pocket expense reimbursement request; and

WHEREAS, notwithstanding this Stipulation, the Fifth Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

STIPULATION

NOW, THEREFORE, the Fee Committee and Deloitte Tax hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Deloitte Tax’s request for interim compensation and reimbursement of expenses in the reduced amount of \$221,901.40 in fees and \$10,583.33 in expenses.

Dated: Madison, Wisconsin
April 16, 2012.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler
Katherine Stadler
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Attorneys for the Fee Committee

Dated: New York, New York
April 13, 2012.

DELOITTE TAX LLP

By: /s/ Samuel Lowenthal
Samuel Lowenthal
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*Tax Services Provider to the Debtors
and Debtors in Possession*

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Dated: Madison, Wisconsin
April 13, 2012.

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Attorneys for the Fee Committee

Dated: New York, New York
April 13, 2012.

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